

## **Raketech Group Holding Plc**

### **Rules of procedure for the audit committee**

Approved by the board of directors on 18 April 2018

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## **1 Introduction**

The Board of Directors (the “**Board**”) of Raketech Group Holding Plc, reg. no. C77421, (the “**Company**”) has appointed an audit committee (the “**Committee**”) and authorised the Committee to prepare these Rules of Procedure. These Rules of Procedure – which constitute a supplement to applicable law and the provisions contained in the Company’s Memorandum and Articles of Association and the Swedish Corporate Governance Code (the “**Code**”) – are divided into two areas;

**A. Rules of Procedure**

**B. Distribution of work within the Committee**

### **A. RULES OF PROCEDURE**

#### **1 General**

The Rules of Procedure shall be adopted annually.

A copy of these Rules of Procedure shall be provided to each member of the Committee, the Board, the CEO, the CFO and the Company’s auditors.

#### **2 Meetings of the Committee, etc.**

The members of the Committee shall generally be appointed by the constituent meeting of the Board. The chairman of the Committee shall be appointed by the Board.

The Committee should normally hold four ordinary meetings per calendar year. The Committee has established a rolling schedule for its work.

#### **3 Notice and documentation**

Notice of ordinary meetings shall be given by the chairman of the Committee no later than one week prior to the meeting. The background documentation should be distributed at the same time.

Notice of extraordinary meetings shall be given in such good time as is reasonably possible. Any documentation for such a meeting shall be distributed in such good time as is reasonably practicable.

#### **4 Minutes**

Minutes shall be kept from all meetings in accordance with good stock market practice.

The minutes shall normally be distributed within two weeks together with the notice for the next meeting.

The minutes shall also be distributed to the Board and the Secretary of the Board. The minutes shall be archived safely and in good order by the Secretary of the Board.

## **B. DISTRIBUTION OF WORK WITHIN THE COMMITTEE**

### **1 Chairman of the Committee**

The chairman of the Committee shall ensure that the work of the Committee is conducted in an efficient manner and that the Committee fulfils its obligations. The chairman shall particularly:

- organise and lead the Committee's work, encourage an open and constructive discussion;
- verify that the decisions by the Committee are implemented efficiently;
- see to it that the Committee receives satisfactory information and supporting data for its work;
- after consulting with the CFO, draw up proposals for agendas for the Committee meetings; and
- ensure that the work of the Committee is evaluated annually and that the nomination committee is informed of the result of the evaluation.

The chairman of the Committee shall see to that matters to be dealt with are prepared in a satisfactory way and that the members of the Committee receive the necessary background documentations for such matters in as good time prior to meetings as is reasonably possible.

The chairman of the Committee shall at each meeting with the Board orally report on Committee meetings that have been held. Additionally, he or she shall be responsible for the Committee's annual evaluation of its work, normally as part of the annual evaluation of the Board's work by the Board.

### **2 The Committee's work**

#### **2.1 General**

The Committee shall:

- be responsible for the preparation of the Board's work with regard to the quality of financial reporting and the appropriateness of processes for the management of business risk of the Company and the Group;
- monitor the Company's financial reporting and assist the Board in ensuring the effectiveness of the Company's internal control, internal audit and risk management;
- on a current basis meet with the Auditors of the Company and inform itself about the statutory audit and the focus and scope of the audit and discuss the coordination between the external and the internal audit as well as the view on the risks in the Company;
- establish guidelines for which services other than audit services that the Company may purchase from the Auditors and review and monitor the impartiality and independence of the Auditors of the Company and in conjunction therewith pay special attention to whether the auditor provides the Company with services other than auditing services;
- evaluate the audit work and inform the nomination committee of the Company, of the result of the evaluation; and
- organise a selection procedure for the preparation of recommendations of Auditors to the nomination committee when such selection procedure is required under, and in such event in accordance with, applicable rules; and
- otherwise assist the nomination committee in its preparation of proposal of Auditors and remuneration for the audit work.

## **2.2 Authorisation**

The Board has authorised the Committee, within the scope of its responsibilities, to:

- seek any information it requires from any employee (all employees are directed to co-operate with any request made by the Committee), and external parties;
- if necessary, institute special investigations and, if appropriate in the judgment of the Committee, hire special counsels or experts to assist the Committee;

- receive reports in accordance with the Company's procedure for whistleblowing; and
- ensure the attendance of officers of the Company and the Group at meetings as appropriate.

### **2.3 Organisation**

The Committee shall consist of three members or the greater number of members decided by the Board, the majority of which shall be independent in relation to the Company and its management, and at least one of which shall be independent in relation to the major shareholders of the Company. None of the members are to be employed by the Company. At least one of the independent members shall have accounting and/or auditing proficiency.

In order to support the Committee in its work, the Board may decide to have an *Internal Audit Function*, with the role and responsibilities decided by the Board, and reporting functionally to the Board.

The Committee will form a quorum when the majority of the members participate in a decision.

The Committee may invite such other persons (e.g. the CEO, the CFO, etc.) to its meetings, as it deems necessary.

### **2.4 Roles and responsibilities**

The Committee shall report the result of its work, including any material findings or concerns on an ongoing basis, and propose measures to deal with its findings or concerns, to the Board. The Committee shall annually prepare a report of its work during the year which shall be presented to the Board.

### **2.5 Procurement of consulting services from the Auditors**

The Company's costs for consulting services purchased from the Company's Auditors, in addition to audit services, shall not exceed 50% of the annual audit fees. Exceptions to this limitation can be approved by the Committee.

## **3 Information and confidentiality**

Unless the Board otherwise decides, the chairman of the Board shall deal with issues concerning information from the Committee to external persons.

All information that is provided to the members of the Committee within the framework of the work of the Committee and also information concerning what has occurred or been discussed at meetings of the Committee or in connection with Committee work generally, shall be treated as strictly confidential and may not be disclosed to external persons except to such officers or consultants of the Group who need such information in order to fulfil their work tasks.